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REC'D TN  
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September 22, 2000

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**VIA OVERNIGHT MAIL**

Mr. David Waddell  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 32743-0505

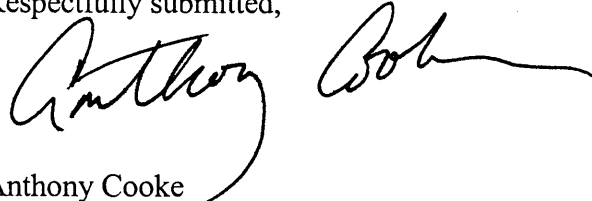
Re: Maxcess, Inc. – Docket No. 00-00744

Dear Mr. Waddell:

Enclosed please find for filing an original and one (1) copy of an Irrevocable Letter of Credit in the amount of \$20,000 to be filed in Maxcess, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Exchange and Interexchange Telecommunications Services in Tennessee in Docket No. 00-00744.

Also enclosed is an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Anthony Cooke  
Director of Government Affairs for  
Lance J.M. Steinhart  
Attorney for Maxcess, Inc.

Enclosures

cc: Daniel H. Webb (w/enc)

POSTED  
9/26/00



**IRREVOCABLE STANDBY LETTER OF CREDIT**

**IN FAVOR OF:**

Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

AMOUNT: \$20,000.00 (Twenty Thousand  
and No/100 U.S. Dollars)\*\*\*\*\*

**LADIES AND GENTLEMEN:**

At the request of, Maxcess, Inc. we hereby establish our Irrevocable Letter of Credit which will remain available on behalf of Maxcess, Inc. (the "Company") who has applied to the Tennessee Regulatory Authority (the "TRA") for authority to provide telecommunications services in the state of Tennessee. The purpose of this Letter of Credit is to secure payment of any monetary sanction imposed against the Company, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

We hereby establish and issue, in favor of the TRA, an Irrevocable Letter of Credit in the amount of twenty thousand (20,000.00) lawful money of the United States of America. The TRA may draw upon this Letter of Credit, at any time or from time to time, by presentation of Exhibit A, which shall specify the amount (the "Draw Amount") to be drawn and the bank account (the "Bank Account") to which the Draw Amount should be delivered and shall be signed by an official designated and duly authorized by the TRA, to Regions Bank at the address listed below, or to such other address. Regions Bank shall notify the TRA in writing by certified mail. Promptly after the delivery of each Notice, Regions Bank hereby covenants and agrees to effect payment by wire transfer of immediately available funds, the Draw Amount to TRA.

This Letter of Credit shall be deemed automatically renewed without amendment for successive one-year periods and may be canceled by Regions Bank by giving thirty (30) days advanced written notice by certified mail of such cancellation to the TRA and the Company, it being understood that Regions Bank shall not be relieved of liability that may have accrued under this Letter of Credit prior to the current expiration date.

Regions Bank hereby represents and warrants that it is a qualified and authorized to issue this Letter of Credit and is a bank designated by the Treasurer of the State of Tennessee as an authorized depository bank for the deposit of state funds.

Exhibit A represents an integral part of this credit.

Any reference to Title 65 of Tennessee Code or Consumer Telemarketing Act is for informational purposes only and does not form an integral part of this credit.

**THE ORIGINAL OF THIS LETTER OF CREDIT MUST BE PRESENTED WITH ANY DRAWING.**

PAGE 1 OF 1

We hereby engage with you that drafts drawn under and in compliance with the terms of the credit will be duly honored upon presentation and delivery of the documents as specified.

Except so far as otherwise expressly stated, this documentary credit is subject to the "Uniform Customs and Practice for Documentary Credits" (1993 Revision as fixed by the International Chamber of Commerce Publication No.500) /mk


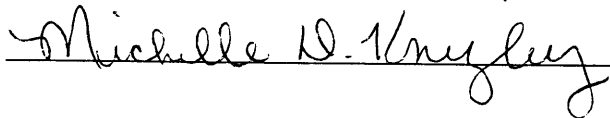
DATE: August 14, 2000  
CREDIT NUMBER: MBL-SB-33949

**FOR ACCOUNT OF:**

Maxcess, Inc.  
100 West Lucerne Circle  
Orlando, FL 32801

EXPIRATION: 9/15/2001  
AT OUR COUNTERS IN MOBILE, ALABAMA  
106 St. Francis St., 16th Floor, Mobile, AL 36606  
(Automatically Renewable)

REGIONS BANK, MOBILE, ALABAMA  
On behalf of Regions Bank, Brandenton, FL

## APPROVAL AND ENDORSEMENT

This is to certify that I have examined the foregoing letter of credit and found the same to be sufficient and in conformity to law and that same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Name:

Title:

### Exhibit A Form of Letter of Credit Notice

Regions Bank  
106 St. Francis St  
Mobile, AL 36602  
16th Floor

Re: Irrevocable Letter of Credit No. MBL SB 33949

Dear Sir or Madam:

You are hereby notified, and the undersigned hereby certifies, that the undersigned is an official designated and duly authorized by the TRA to deliver this notice and that a monetary sanction in the amount of \$20,000.00 (the "Draw Amount") has been imposed against Maxcess, Inc. its representatives, successors or assigns, in an enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

Pursuant to that certain Irrevocable Letter of Credit referenced above, we hereby request that you effect payment of the Draw Amount to the bank account listed below by wire transfer of immediately available funds:

Name of Beneficiary Bank: \_\_\_\_\_  
Account Number: \_\_\_\_\_  
ABA Routing NO.: \_\_\_\_\_  
Reference: \_\_\_\_\_  
Name of Contact: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
Facsimile Number: \_\_\_\_\_

Please confirm receipt of this Notice and the Federal Reserve wire confirmation number of the delivery of the Draw Amount by sending a facsimile to the person at the number listed above.

Sincerely,

Tennessee Regulatory Authority

\_\_\_\_\_  
Name:

Title: